

HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2011 OF THE CONDITION AND AFFAIRS OF THE

Fidelis SecureCare of Michigan Inc.

	744 , ,	3744 (Prior Period)	NAIC Company Cod	e 10769	Employer's II	Number	30-0312489
Organized under the Laws of	·	Michigan	, s	State of Domicile of	r Port of Entry	Mic	chigan
Country of Domicile			U	nited States			
Licensed as business type:	Life, Accident 8	& Health []	Property/Casu	ıalty [] Deni	tal Service Corpora	ation []	
	Vision Service	Corporation [Other []	Heal	th Maintenance O	rganization [X	[]
	Hospital, Medic	cal & Dental Sei	rvice or Indemnity []	Is HI	MO, Federally Qua	alified? Yes [X	(] No []
Incorporated/Organized	1	2/09/2004	Comm	nenced Business		07/15/2005	5
Statutory Home Office	20 No	orth Martingale I	Road, Suite 180		Schaun	nburg, IL 6017	3
Statutory Florite Office	20110	(Street and N		,		n, State and Zip Co	
Main Administrative Office			20 Nor	th Martingale Roa	d, Suite 180		
Sch	aumburg, IL 601	73		(Street and Numbe)1	
	Town, State and Zip C				(Area Code) (Telephon	e Number)	
Mail Address	20 North Martin		e 180 ,		Schaumburg		
Drive and Leasting of Deales of	,	Number or P.O. Box)		OO North Martin	(City or Town, Sta		
Primary Location of Books a	na Recoras				gale Road, Suite 1 t and Number)	180	
	aumburg, IL 601 Town, State and Zip 0			,	847-592-916 (Area Code) (Telephon		
Internet Website Address	Town, State and Zip C	ouc)	,	vww.fidelissc.com		e Number)	
·		Danial Mark Frie		ww.ndenssc.com		:02.0161	
Statutory Statement Contact		Daniel Mark Erio (Name)	KSOII IVII.	 -	(Area Code) (Teleph	592-9161 none Number) (Exte	ension)
dan.eri	ckson@fidelissc (E-mail Address)	.com			847-517-108 (FAX Number		
Name		Title	OFFICER	Name	William Ann	0.	Title
Catherine Joan Kiley M Dawn Marie Gilbert Ms		Presiden Treasure		amuei Randoiph v	Villcoxon Mr. , _	56	ecretary
			OTHER OFFI	CERS			
Samuel Randolph Willcox	on Mr.	DIRI Jerome Wilbo	ECTORS OR 1 orn Mr.	RUSTEES David Bruce Bosi	ma Mr. #		
State of		s:					
County of			•				
The officers of this reporting en above, all of the herein describe this statement, together with relation of the condition and affairs of the completed in accordance with that state rules or regulations rerespectively. Furthermore, the sexact copy (except for formatting to the enclosed statement.	ed assets were the a lated exhibits, sched le said reporting en le NAIC Annual Sta quire differences in cope of this attesta	absolute property fules and explana- tity as of the repo- tement Instruction reporting not rela- tion by the descril	of the said reporting entil tions therein contained, a rting period stated above is and Accounting Practic ted to accounting practic bed officers also includes	y, free and clear from innexed or referred to e, and of its income a ses and Procedures r es and procedures, a is the related correspo	n any liens or claims to is a full and true sta and deductions theref manual except to the according to the best anding electronic filing	thereon, except a tement of all the rom for the perion extent that: (1) so of their information with the NAIC,	as herein stated, and that assets and liabilities and ended, and have been tate law may differ; or, (2) on, knowledge and belief, when required, that is an
Catherine Joan Preside			Samuel Randolph W Secretary			Dawn Marie Gi Treasur	
Subscribed and sworn to be			233,344,9	a. ls b. lf 1. 2.	this an original filir no, State the amendm Date filed Number of pages a	ng? ent number	Yes [] No []
				J. 1			-

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

			DOE / 111D 1			
1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
	1 - 30 Days	31 - 60 Days	01 - 90 Days	Over 90 Days	Nonaumilleu	Admitted
0199999 Total individuals						
Group subscribers:						
				1		
	NON					
		· · · · · · · · · · · · · · · · · · ·				
			•			
			†	†		
				1		
				1		
0200007 Crown subscriber subtetal)	Λ	0	0	
0299997 Group subscriber subtotal					0	
0299998 Premiums due and unpaid not individually listed						
0299999 Total group		J L D	J	L	0	
0399999 Premiums due and unpaid from Medicare entities			-	ļ		
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 15)		0	0	0	0	

EXHIBIT 3 - HEALTH CARE RECEIVABLES

LAIIIDII 3 - II						
1	2	3	4	5	6	
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
Individually Listed Receivables: Partners Rx.	50,000		450,004	202 202	075 404	450,004
Partners KX.	53,033		152,331	322,388		152,331
0199999 - Totals - Pharmaceutical rebate receivables	53,033		152,331	322,388	375,421	152,331
St John Macomb Oakland Hospital. Henry Ford Bicounty Hospital. Boulevard Hills Nursing Facility.	10,186			13,885	12 005	10 , 185
THEIRY FORD BICOUNTY HOSPITAL				12,025	13,885 12,025	
0299998 - Aggregate of amounts not individually listed above.		556	480	24,571	24,571	14,378
0299999 - Totals - Claim Overpayment Receivables			480			24,563
0.239393 - Totalis - Crafili Overpaylient Necervabres		3.547	2,250			24,500
Units Die Beacon			2,250	101,437	101,437	34 , 156
0699999 - Totals - Other Receivables	55,050	3,547			181,437	.60,847
OCCOUNT TOTAL OTHER MODERALITY		5,017	2,200	101, 101	101, 101	
	<u> </u>					
	•			•		
	<u> </u>					
	<u> </u>					
					-	
	<u> </u>		†·····		1	†
0799999 Gross health care receivables	131,611	4,103	155,061	554,306	607,339	237,741

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims S S G G G G G G G G	
	7
Claims Unpaid (Reported) Claims Unpaid (Rep	Total
0.00000 Individually listed eleign workid	
0199999 Individually listed claims unpaid	
0399999 Aggregate accounts not individually listed-covered 1,909,625 213,531	2,123,15
0499999 Subtotals 1,909,625 213,531 0 0 0	2,123,15
0599999 Unreported claims and other claim reserves	1,662,40
0699999 Total amounts withheld	1,002,40
0799999 Total claims unpaid	
0899999 Accrued medical incentive pool and bonus amounts	3,785,55

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Adm	itted
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Individually Listed Receivables: Fidelis SeniorCare Inc	·						
Fidelis SeniorCare Inc	11,880						
				.			
				.			
		.		.			
		.					
		1		1			
0199999 Individually listed receivables	11,880	55,229	0	 0	 0	67 , 109	
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	11,880	55,229	0	0	0	67,109	(

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

	202 1017442111,00201211442074127411211			
1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Fidelis Healthcare Services	Network Provider Agreement	54,489	54,489	
		•	ŕ	
0199999 Individually listed navables		54,489	.54,489	0
0199999 Individually listed payables. 0299999 Payables not individually listed				
0200000 Taylanes not marviadary noted		54,489	54,489	Λ
0399999 Total gross payables		34,409	34,409	U

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:	1 dymone	rotari aymonto	0070.00	rotal Monibolo	7 timated 1 Tovidere	140117 tilliated 1 Tevidere
1. Medical groups	0	0.0	2	0.2		0
2. Intermediaries	0			0.0		
3. All other providers	691,795	3.9	941	99.8		691,795
Total capitation payments	691,795	3.9	943	100.0	0	691,795
Other Payments:						
5. Fee-for-service	0	0.0	XXX	XXX		
Contractual fee payments	16,632,021	93.2	XXX	XXX		16,632,021
Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
Bonus/withhold arrangements - contractual fee payments	527,088	3.0	XXX	XXX		527,088
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		0
12. Total other payments	17,159,109	96.1	XXX	XXX	0	17,159,109
13. Total (Line 4 plus Line 12)	17,850,904	100 %	XXX	XXX	0	17,850,904

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4 Average Monthly	5 Intermediary's	6 Intermediary's Authorized
NAIC Code	Name of Intermediary	Capitation Paid	Capitation	Intermediary's Total Adjusted Capital	Control Level RBC
	NONE				
9999999 Totals			XXX	XXX	XXX

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	•	1	2	3	4	5	6
Description	NON	ost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
Administrative furniture and equipment	INOIN						
Medical furniture, equipment and fixtures							
Pharmaceuticals and surgical supplies		-					
Durable medical equipment							
5. Other property and equipment							
6. Total		0	0	0	0	0	(



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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FOR: 1
REPORT
REPO

NAIC Group Code 3744 BUSINESS IN THE STATE OF Michigan	Michigan			DURING THE YEAR 2011	2011			(LOCATION) NA	N) NAIC Company Code	10769
	-	Comprehensive (Hospital & Medical)	ensive Medical)	4	ιc	٣	7	α	σ.	10
	-	2	3	-	•	•	-)	•	2
		ı					Federal			
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	819							819		
2 First Quarter	795							795		
3 Second Quarter	777							777		
4. Third Quarter	941							941		
5. Current Year	943							943		
6 Current Year Member Months	10,266							10, 266		
Total Member Ambulatory Encounters for Year:										
7. Physician	0									
8. Non-Physician	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	1,036							1,036		
11. Number of Inpatient Admissions	130							130		
12. Health Premiums Written (b).	22,746,896							22,746,896		
13. Life Premiums Direct.	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned.	22,746,896							22,746,896		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	17,850,904							17,850,904		
18. Amount Incurred for Provision of Health Care Services	18,631,188							18,631,188		

and number of persons under indemnity only products

22,746,896

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees \$

(a) For health business: number of persons insured under PPO managed care products



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

Total Total Total	Comprehensive (Hospital & Medical) 2 3 3	A Medicare Supplement Supplement 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Vision Only 0	6 Dental Only	7 Federal	ω	6	10
Members at end of: Prior Year First Quarter Second Quarter Third Quarter	0 0 0	Medicare Supplement		Dental Only	Federal			
Members at end of: Prior Year First Quarter Third Quarter	0 0 0	Medicare Supplement		Dental Only	Federal	_		
Members at end of: Prior Year First Quarter Third Quarter	0 0 0	Suppliement		Only	Employees Health Benefit	Title XVIII	Title XIX	č
Members at end of: Prior Year First Quarter Third Quarter	0 0		0		Plan	Medicare	Medicald	Other
Prior Year First Quarter Second Quarter Third Quarter	0 0		0					
First Quarter Second Quarter Third Quarter	0 0		0 0	0	0	819	0	
Second Quarter Third Quarter	0 0		0	0	0	795	0	
Third Quarter	0		0	0	0	777	0	
				0	0	941	0	
5. Current Year 943	0	0	0	0	0	943	0	
6 Current Year Member Months 10,266	0	0 0	0	0	0	10,266	0	
Total Member Ambulatory Encounters for Year:								
7. Physician	0	0 0	0	0	0	0	0	
8. Non-Physician 0	0	0 0	0	0	0	0	0	
9. Total 0 0	0	0 0	0	0	0	0	0	
10. Hospital Patient Days Incurred	0	0 0	0	0	0	1,036	0	
11. Number of Inpatient Admissions	0	0 0	0	0	0	130	0	
12. Health Premiums Written (b)	0	0	0	0	0	22,746,896	0	
13. Life Premiums Direct.	0	0	0	0	0	0	0	
Property/Casualty Premiums Written.	0	0 0	0	0	0	0	0	
Health Premiums Earned	0	0 0	0	0	0	22,746,896	0	
16. Property/Casualty Premiums Earned 0	0	0 0	0	0	0	0	0	
Amount Paid for Provision of Health Care Services	0	0 0	0	0	0	17,850,904	0	
18. Amount Incurred for Provision of Health Care Services 18,631,188	0	0 0	0	0	0	18,631,188	0	

22,746,896

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees \$

Schedule S - Part 1 - Section 2 NONE

Schedule S - Part 2

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

			KE	einsurance Ceded Accident and Health Insur	ance Listed	by Reinsuring Con	pany as of December	er 31, Current Year				
1	2	3	4	5	6	7	8	9	Outstanding	Surplus Relief	12	13
NAIC								Reserve Credit	10	11	Modified	
Company	Federal ID			Domiciliary			Unearned Premiums	Taken Other than for			Coinsurance	Funds Withheld
Code	Number	Effective Date	Name of Company	Jurisdiction	Type	Premiums	(Estimated)	Unearned Premiums	Current Year	Prior Year	Reserve	Under Coinsurance
21970	23 - 1502700	01/01/2011	One Beacon.	PA	SSL/1/A	128,823	, , , , , , , , , , , , , , , , , , , ,					
0199999 -		s - Authorized - l			-	128,823						
0399999 -	Total Authorized	d Affiliates				128,823						
0799999 -	Total General Ad	ccount Authorized				128,823						
1599999 -	Total General Ad	ccount Authorized	and Unauthorized			128,823						
		Accounts Unauthor				0	0	0	0	0	0	0
3099999 -	Total Separate /	Accounts Authorize	ed and Unauthorized			0	0	0	0	0	0	0
3199999 -	Total U.S. (Sum	of 0199999, 04999	999, 0899999, 1199999, 1699999, 1999999, 2399999	and 2699999)		128,823	0	0	0	0	0	0
3299999 -	Total Non-U.S.	(Sum of 0299999, 0	0599999, 0999999, 12999999, 17999999, 20999999, 249	9999 and 2799999)		0	0	0	0	0	0	0
											-	
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						100 000						
3399999	Totals					128,823	0	0	0	0	0	0

SCHEDULE S - PART 4

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•	C	c	•	ı	(1	c	(Letter of Credit Issuing or	r of Credi	t Issuing or	,	•	Ĺ	,	1
-	7	ກ	4	റ	٥	_	×o	ກ	3	oniirming	Бапк(а)	۲.	4	<u>0</u>	o.	_
					Paid					7			Funds Deposited			Sum of Cols
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Unpaid Losses Recoverable (Debit)	Other Debits	Total (Cols. 5+6+7)	Letters of Credit	(ABA) Le Routing C Number C	Letter of Credit Code	12 Bank Name	Trust Agreements	by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	9+13+14+15+16 But Not in Excess of Col. 8
	1 :				(::::::::::::::::::::::::::::::::::::::		, , <u>, , , , , , , , , , , , , , , , , </u>		+:			6			(
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)								
2599999 Total	, Total			U	O	0	U	U				0	0	C	C	U

Bank Name	
American Bankers Association (ABA) Routing Number	
Code	

(a)

SCHEDULE S - PART 5 Five-Year Exhibit of Reinsurance Ceded Business (000 Omitted)

		(000 C	millea)			
		1 2011	2 2010	3 2009	4 2008	5 2007
Α.	OPERATIONS ITEMS					
1	Premiums	0	0	0	0	0
1.					0	
2.	Title XVIII-Medicare		128	132	309	299
3.	Title XIX-Medicaid	0	0	0	0	0
4.	Commissions and reinsurance expense allowance		0	0	0	0
5.	Total hospital and medical expenses		0	0	0	0
В.	BALANCE SHEET ITEMS					
6.	Premiums receivable		0	0	0	0
7.	Claims payable		0	0	0	0
8.	Reinsurance recoverable on paid losses	0	0	0	0	0
9.	Experience rating refunds due or unpaid		0	0	0	0
10.	Commissions and reinsurance expense allowances					
	unpaid			0	0	0
11.	Unauthorized reinsurance offset	0	0	0	0	0
c.	UNAUTHORIZED REINSURANCE (DEPOSITS BY AND					
	FUNDS WITHHELD FROM)					
12.	Funds deposited by and withheld from (F)	0	0	0	0	0
13.	Letters of credit (L)	0	0	0	0	0
14.	Trust agreements (T)	0	0	0	0	0
	Other (O)	0	0	0	0	0

SCHEDULE S-PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	Restatement of Balance Sneet to Identify Net Cr	1	2	3
		As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	7 ,469 ,999		7 ,469 ,999
2.	Accident and health premiums due and unpaid (Line 15)	0		0
3.	Amounts recoverable from reinsurers (Line 16.1)	0		0
4.	Net credit for ceded reinsurance.	XXX	0	0
5.	All other admitted assets (Balance)	1,143,353		1,143,353
6.	Total assets (Line 28)	8,613,352	0	8,613,352
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	3 ,785 ,556	0	3 ,785 ,556
8.	Accrued medical incentive pool and bonus payments (Line 2)	76,603		76,603
9.	Premiums received in advance (Line 8)	0		0
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19)	0		0
11.	Reinsurance in unauthorized companies (Line 20)	0		0
12.	All other liabilities (Balance)	250,681		250,681
13.	Total liabilities (Line 24)	4,112,840	0	4,112,840
14.	Total capital and surplus (Line 33)	4,500,511	XXX	4,500,511
15.	Total liabilities, capital and surplus (Line 34)	8,613,351	0	8,613,351
	NET CREDIT FOR CEDED REINSURANCE			
16.	Claims unpaid	0		
17.	Accrued medical incentive pool	0		
18.	Premiums received in advance	0		
19.	Reinsurance recoverable on paid losses	0		
20.	Other ceded reinsurance recoverables	0		
21.	Total ceded reinsurance recoverables	0		
22.	Premiums receivable	0		
23.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24.	Unauthorized reinsurance	0		
25.	Other ceded reinsurance payables/offsets	0		
26.	Total ceded reinsurance payables/offsets	0		
27.	Total net credit for ceded reinsurance	0		

SCHEDULE T – PART 2 INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

		Alloca	ted By States and Terr				
	ļ				siness Only	•	•
States, Etc.		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama	AL						
2. Alaska							
3. Arizona							
4. Arkansas							
5. California							
6. Colorado							
7. Connecticut							
8. Delaware							
District of Columbia							
10. Florida							
11. Georgia	GA						
12. Hawaii	HI						
13. Idaho	ID						
14. Illinois	IL						
15. Indiana	N						
16. lowa							
17. Kansas							
18. Kentucky							
19. Louisiana							
20. Maine							
21. Maryland							
22. Massachusetts							
23. Michigan							
24. Minnesota							
25. Mississippi							
26. Missouri					-		
27. Montana							
28. Nebraska							
29. Nevada							
30. New Hampshire							
31. New Jersey	NJ						
32. New Mexico	MM						
33. New York	NY						
34. North Carolina	NC						
35. North Dakota	ND						
36. Ohio	OH						
37. Oklahoma							
38. Oregon							
39. Pennsylvania							
40. Rhode Island							
41. South Carolina				• • • • • • • • • • • • • • • • • • • •			
42. South Dakota							
42. South Dakota 43. Tennessee					1		····
43. Tennessee					1	l	}
45. Utah	UI				·	·	
46. Vermont	VI				-		
47. Virginia							
48. Washington						 	}
49. West Virginia							
50. Wisconsin							
51. Wyoming						ļ	
52. American Samoa							
53. Guam	GU						
54. Puerto Rico							
55. US Virgin Islands	VI						
56. Northern Mariana Islands	MP						
57. Canada	CN						
58. Aggregate Other Alien							
59. Totals		(0		0	1

SCHEDULE Y PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

		SCF	IEDULE	Y PAH	₹I 1A -	DEIAIL (OF INSURANCE	: HOL	DING C	COMPANY SY	/SIEM			
1	2	3	4	5	6	7 Name of	8	9	10	11	12 Type of Control	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	(Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
													Arcapita Ventures I Holding Company Limited, Collison Howe & Lennox II LLC, Versant Ventures II IIC	
3744	Fidelis SeniorCare Inc	12288	20-2214150				Fidelis SecureCare of North Carolina, Inc	NC	. UDP	Fidelis SeniorCare Inc	Ownership		Highland Management Partners VI, Inc Arcapita Ventures I Holding Company Limited, Collison Howe & Lennox II LLC, Versant Ventures II LLC,	
3744	Fidelis SeniorCare Inc	10769	30-0312489				Fidelis SecureCare of Michigan, Inc	MI	. UDP	Fidelis SeniorCare Inc	.Ownership	100.0	Highland Management Partners VI. Inc	
3744	Fidelis SeniorCare Inc	12597	84-1704073				Fidelis SecureCare of Texas,	ТХ	.UDP	Fidelis SeniorCare Inc	.Ownership	100.0	Arcapita Ventures I Holding Company Limited, Collison Howe & Lennox II LLC, Versant Ventures II LLC, Highland Management Partners VI, Inc Arcapita Ventures I Holding Company	
3744	Fidelis SeniorCare Inc						Fidelis Healthcare Services,	MI	.UDP	Fidelis SeniorCare Inc	Ownership		Holding Company Limited, Collison Howe & Lennox II LLC, Versant Ventures II LLC, Highland Management Partners VI, Inc	
		-												
			<u> </u>											

SCHEDULE Y PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

		PART Z - SUMMAR	. 01 1140		11171107	0110110				LO		
NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	10	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losse and/or Reserve Credit Taken/(Liability)
12288	20-2214150	Fidelis SecureCare of North Carolina Inc					(1,111,584)				(1,111,584)	
12597 10769	84 - 1704073	Fidelis SecureCare of Texas. Inc.		500,000			(425, 352)				74 648	
10769	30-0312489	Fidelis SecureCare of Michigan Inc					(3,202,601) 4,939,554				(3,202,601) 4,439,554	
3744	16-1719046	Fidelis SeniorCare Inc.		(500,000)			4.939.554				4,439,554	
		Fidelis Healthcare Services, Inc					(200,017)				(200,017)	
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions

questic	λis.	
	MARCH FILING	Responses
1.		YES
2.		YES.
3.		YES.
4.		YES
_	APRIL FILING Will Management's Discussion and Applying he filed by April 12	YES
5. 6.		YES
7.		YES.
	JUNE FILING	
8.		YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
	AUGUST FILING	
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES
which t	llowing supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code ment is required of your company but is not filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory	will be printed below. If the
	MARCH FILING	
11.	· · · · · · · · · · · · · · · · · · ·	N0
12.		N0
13.		N0
14.	Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	SEE EXPLANATION
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	N0
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatories 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	N0
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	SEE EXPLANATION
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?	SEE EXPLANATION
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	SEE EXPLANATION
20.	•	SEE EXPLANATION
0.4	APRIL FILING	OFF EVELAMATION
21.		SEE EXPLANATION
22. 23.		NO
24.		SEE EXPLANATION
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by	OLE EXI EXIVATION
	April 1?	SEE EXPLANATION
	AUGUST FILING	
26.		YES
EXPL	ANATION:	
11.		
12.		
13.		
14. Le	ess than 100 shareholders	
15.		
16.		
	edicare Advantage Plans are not required to file.	
	elief is not needed.	
	elief is not needed.	
ZU. NO	elief is not needed.	

21. Medicare Advantage Plans are not required to file.

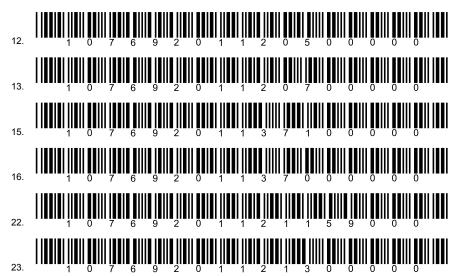
SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

22.

23.

- 24. Medicare Advantage Plans are not required to file.
- 25. Medicare Advantage Plans are not required to file.

BAR CODE:



OVERFLOW PAGE FOR WRITE-INS

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